

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, THE
EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO, AND THE PUERTO RICO PUBLIC
BUILDINGS AUTHORITY,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**NOTICE OF FILING OF REVISED PROPOSED ORDER
(I) APPROVING DISCLOSURE STATEMENT, (II) FIXING VOTING
RECORD DATE, (III) APPROVING CONFIRMATION HEARING
NOTICE AND CONFIRMATION SCHEDULE, (IV) APPROVING
SOLICITATION PACKAGES AND DISTRIBUTION PROCEDURES,
(V) APPROVING FORMS OF BALLOTS, AND VOTING AND
ELECTION PROCEDURES, (VI) APPROVING NOTICE OF NON-VOTING
STATUS, (VII) FIXING VOTING, ELECTION, AND CONFIRMATION
DEADLINES, AND (VIII) APPROVING VOTE TABULATION PROCEDURES**

PLEASE TAKE NOTICE that, on May 13, 2021, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as sole Title III representative of the Commonwealth of Puerto Rico (the “Commonwealth”), the Employees Retirement System of the

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations)

Government of the Commonwealth of Puerto Rico (“ERS”), and the Puerto Rico Public Buildings Authority (“PBA”), pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”)² (the Oversight Board, in its capacity as representative of the Commonwealth, ERS, and PBA, is referred to as the “Debtors”), filed the *Amended Joint Motion of the Commonwealth of Puerto Rico, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Public Buildings Authority for an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots, and Voting and Election Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting, Election, and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures* [ECF No. 16756] (the “Disclosure Statement Motion”).

PLEASE TAKE FURTHER NOTICE that, on June 29, 2021, the Debtors filed a revised proposed *Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots, and Voting and Election Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting, Election, and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures* (the “Revised Proposed Order (6/29)”), attached as Exhibit B to the *Omnibus Reply of the Commonwealth of Puerto Rico, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Public Buildings Authority to Objections to Amended Joint Motion for Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving*

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots, and Voting and Election Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting, Election, and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures [ECF No. 17187] (the “Omnibus Reply”).

PLEASE TAKE FURTHER NOTICE that, on July 12, 2021, the Debtors filed the *Fifth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico*, et al. [ECF No. 17306] (the “Fifth Amended Plan”).

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit A** is a further revised proposed *Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice and Confirmation Schedule, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots, and Voting and Election Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting, Election, and Confirmation Deadlines, and (VIII) Approving Vote Tabulation Procedures* (the “Revised Proposed Order (7/12)”). A redline showing the changes between the Revised Proposed Order (7/12) and Revised Proposed Order (6/29) is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that a summary of the material changes between the Revised Proposed Order (7/12) and Revised Proposed Order (6/29) are as follows:³⁴

Changes to Conform to Fifth Amended Plan

1. The Fifth Amended Plan includes revisions to the treatment of Classes 11, 12, and 13, which are no longer deemed to accept or reject the plan (as applicable). The Revised Proposed Order (7/12) provides that such Classes will receive Ballots and

³ All capitalized terms not defined herein shall have the meaning ascribed to them in the Disclosure Statement Motion or the Omnibus Reply, as appropriate.

⁴ The executive summary provided herein is qualified entirely by the Revised Proposed Order (7/12), the terms of which shall govern in the case of inconsistency.

Solicitation Packages. Conforming changes were also made to the Confirmation Hearing Notice. Revised Proposed Order (7/12) ¶¶ F, G, 9, 15, 27; Schedule 3(s) to Revised Proposed Order (7/12) [Form of Ballot].

2. The Fifth Amended Plan added new Classes 48K (VTP Payroll Participant Below-Threshold Claims), 48L (VTP Payroll Participant Above-Threshold Claims), and 66 (Federal Claims). Classes 48K and 66 are unimpaired and deemed to accept the Plan. Class 48L is impaired and permitted to vote to accept or reject the Plan. Changes have been made in the Revised Proposed Order (7/12) to provide for the distribution of Solicitation Packages or Notices of Non-Voting Status, as appropriate, to such Classes. Conforming changes were also made to the Confirmation Hearing Notice. Revised Proposed Order (7/12) ¶¶ F, 9, 15, 27.
3. Conforming changes were made to the form of Ballot for Classes 55 and 63 to reflect changes to the treatment of Convenience Claims in the Fifth Amended Plan. Schedule 3(r) to Revised Proposed Order (7/12).

Clarification of Certain Bondholder Voting and Simplification of Notices; Monoline Election Notices

4. With respect to the PBA Bonds, the underlying security gives rise to claims in two classes (*e.g.*, Vintage PBA Bond Claims in Class 1 and Vintage CW Guarantee Bond Claims in Class 21), and, accordingly, such holders will only have one security to tender on ATOP with respect to both claims. Following discussions with the Debtors' Balloting Agent to establish the voting mechanics on ATOP, the Debtors consolidated the voting instructions for the underlying bond claim and guarantee claim, so holders will receive one set of instructions to avoid confusion. *See* Schedules 3(a), 3(e), 3(f), 3(g) to Revised Proposed Order (7/12).
5. Furthermore, because holders of PBA Bonds will have one security to tender on ATOP with respect to both their bond claim and guarantee claim, language was added to clarify that such holders must vote consistently (including any deemed vote to accept the Plan with respect to an election) across the applicable bond claim and guarantee claim Classes (*e.g.*, if a holder makes a taxable election with respect to their guarantee claim, they are deemed to accept the plan with respect to their guarantee claim (for example, they will be moved to Class 26) and bond claim (for example, they will be deemed accept the Plan with respect to their claim in Class 1)). Revised Proposed Order (7/12) ¶¶ 42, 43.
6. Following discussions with the Debtors' Balloting Agent, a Ballot was added for the holder of the Ports of the Americas Authority Bonds in Class 46 (2014 CW Guarantee Bond Claims), who is unable to vote on ATOP. Schedule 3(n)-2 to Revised Proposed Order (7/12).

7. Updates with respect to Assured's,⁵ National's, and Syncora's elections pursuant to the Plan are reflected in the appropriate notices. Schedules 5(a), 5(b), 5(c)-1, 5(c)-2, 5(d)-1, and 5(d)-2 to the Revised Proposed Order (7/12).

Retiree Class Ballots and Notices

8. The Debtors worked extensively with the Retiree Committee to develop the form of Ballots, voting instructions, and Notice of Non-Voting Status for the retiree classes to simplify and streamline the same. Because of the substantial formatting changes, a redline of the revisions are not included. *See* Schedules 3(p), 4(b)-2 to the Revised Proposed Order (7/12).
9. Language was added to provide for inclusion of the Retiree Committee Letter and Information Guide in the Solicitation Package or together with the Notice of Non-Voting Status (as applicable) for the relevant retiree classes. Revised Proposed Order (7/12) ¶¶ 11, 15; Schedules 6(a)-(b) to the Revised Proposed Order (7/12).
10. At the request of the Retiree Committee, language was added to the Revised Proposed Order (7/12) to authorize, pursuant to Bankruptcy Code section 1125(d), the Retiree Committee's communication with its constituents regarding the voting process and the Retiree Committee's support for the Plan, among other things. Revised Proposed Order (7/12) ¶ 48.
11. Following discussions with the Retiree Committee and their on-island advisors, and the Debtors' Balloting Agent, language was added to permit the Debtors, in consultation with the Retiree Committee, to send to holders of claims in Class 48 Ballots and voting instructions in Spanish translation only to avoid confusion. Revised Proposed Order (7/12) ¶ 11 n.5.

UCC Letter

12. Language was added to provide for inclusion of a UCC Letter in the Solicitation Package. Revised Proposed Order (7/12) ¶ 11; Schedule 7 to the Revised Proposed Order (7/12).

Publication and Radio Notices

13. Following discussions with the Debtors' Balloting Agent, the period for the first publication of the Confirmation Hearing Notice was revised from July 18-24, to July 25-31 to permit sufficient time to finalize the publication following entry of the Disclosure Statement Order. Revised Proposed Order (7/12) ¶ 18.

⁵ The Debtors continue to work with Assured to finalize the applicable notices in accordance with their elections pursuant to the Plan.

14. Following discussions with the Debtors' Balloting Agent, the period for the first broadcast of radio notices was revised from August 11-17, to August 22-28 to permit sufficient time to finalize the production of the radio notice following entry of the Disclosure Statement Order. Revised Proposed Order (7/12) ¶ 19.
15. Furthermore, language was added provide that the Debtors are permitted to use reasonable best efforts to secure similar alternative radio stations without further order of the Court, if necessary. Revised Proposed Order (7/12) ¶ 19.

PLEASE TAKE FURTHER NOTICE that all documents filed in these Title III cases are available (a) free of charge by visiting <https://cases.primeclerk.com/puertorico> or by calling +1 (844) 822-9231, and (b) on the Court's website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

Dated: July 12, 2021
San Juan, Puerto Rico

Respectfully submitted,

/s/ Brian S. Rosen

Martin J. Bienenstock (*pro hac vice*)

Brian S. Rosen (*pro hac vice*)

PROSKAUER ROSE LLP

Eleven Times Square

New York, NY 10036

Tel: (212) 969-3000

Fax: (212) 969-2900

*Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*

/s/ Hermann D. Bauer

Hermann D. Bauer

USDC No. 215205

O'NEILL & BORGES LLC

250 Muñoz Rivera Ave., Suite 800

San Juan, PR 00918-1813

Tel: (787) 764-8181

Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*